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November 12, 2002

By Facsimile and UPS Overnight

Mr. William E. Muno, (S-6J)
Director
U.S. Environmental Protection Agency
Region 5
77 West Jackson Boulevard
Chicago, IL 60604-3590

**Re: Sauget Area 2 Site - Groundwater Operable Unit
Sauget, Illinois
Notice under Section 122(a) of CERCLA and
Unilateral Administrative Order**

Dear Mr. Muno:

We write on behalf of the indicated communicating responsible party ("PRP") recipients of your letter of October 3, 2002, which forwarded to those PRPs and other PRP Respondents the Agency's CERCLA Section 106 Administrative Order for Remedial Design and Interim Remedial Action (Docket. No. V-W. '02-C-716) (the "UAO") concerning Site "R" within the Sauget Area 2 Site. During a November 6, 2002 meeting with Thomas Martin, Esq., and other EPA officials, we were advised that our response to your letter and the effective date of the UAO will be Friday, November 15, 2002. For the reasons explained below, the communicating PRPs hereby request that the EPA extend, as to all PRPs other than Solutia Inc. and Monsanto Chemical Company, both the deadline for responding to your letter and the effective date of the UAO. This letter is sent without any admission of any question of fact or law or any waiver of any claim or defense any of the communicating PRPs concerning the matters in question.

The communicating PRPs first note that the Agency, based solely on consultations with Solutia Inc., determined that it would not use special notice settlement procedures pursuant to Section 122(e) of CERCLA, which would have afforded them and numerous other UAO Respondents other than Solutia/Monsanto an opportunity to enter into typical and orderly negotiations with Solutia/Monsanto and with the EPA concerning the work required by the UAO. Your letter (p. 2) indicates that the Agency concluded that the ordered work would not be expeditiously implemented if such negotiations were to take place and implied EPA's expectation -- confirmed by Linda Tape, Esq., counsel for Solutia, at the November 6th meeting -- that Solutia will comply with UAO. The communicating PRPs are, of course, pleased that Solutia intends to undertake the required Work. We believe Solutia/Monsanto are overwhelmingly, if not solely, responsible for the causes and conditions that EPA has determined necessitate the Work. As acknowledged by EPA at the November 6 meeting, simultaneous separate performance of the Work required by the UAO by both Solutia and other Respondents would be unnecessary, infeasible and wasteful. Thus, without any admission of liability or waiver of any defense concerning the UAO, the communicating PRPs wish, through negotiation of an equitable agreement with Solutia, to resolve their potential compliance obligations through payment of

Mr. William E. Muno, Director

November 12, 2002

Page 2

funds to be used by Solutia as it directly meets all requirements of the UAO. We note that your letter contemplates such a course by suggesting that we discuss the UAO with Ms. Tape.

Solutia has been directly and heavily involved in evaluating groundwater at the Sauget Area 1 and Area 2 sites due, in particular, to what EPA agrees are substantial contamination problems caused by releases from Solutia/Monsanto's Krummrich plant and from Site "R," and Solutia has communicated extensively with EPA concerning those problems and potential remedies evaluated during performance of the Focused Feasibility Study which led to the subject groundwater Record of Decision. However, other UAO Respondents, including many of the communicating PRPs are just coming to grips with the very complex technical and liability issues presented by the UAO, and they will, having considered these issues, need time to discuss this matter with Solutia. These efforts can be undertaken most productively and efficiently if they are not burdened by the complicating and potentially unnecessary distraction of each Respondent writing its own "sufficient cause" response to your letter and without undue confusion concerning timely compliance with the UAO.

We and certain other PRPs have begun discussions with Solutia/Monsanto concerning both the substance of a settlement and the process by which settlement may be pursued. We have just received a substantive proposal from Solutia/Monsanto. We intend to proceed quickly to confer among ourselves and with other recipients of Solutia's proposal and, not later than November 30, to submit a detailed, good faith response to Solutia concerning all costs associated with the UAO. Thereafter, we would propose to negotiate directly with Solutia in an effort to reach a final resolution of claims concerning the subject costs. Thus, we hereby request that EPA, as to all letter recipients and UAO Respondents other than Solutia and Monsanto, extend the deadline for responding to your letter and the effective date of the UAO, to January 31, 2003.

Although we understand that EPA ordinarily does not wish to be involved in negotiations among CERCLA PRPs, if EPA is willing to act favorably on our requests, we would be willing, in cooperation with Solutia, to keep EPA informed of the status of our negotiations. We respectfully request that EPA advise us of its response to our request as soon as possible.

Sincerely,

Browning -Ferris Industries, Inc. and BFI
Waste Systems of North America, Inc.,
successor to Browning-Ferris Industries of
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C & E Hauling
Hilltop Hauling
The Trash Men, Inc.

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Mr. William E. Muno, Director
November 12, 2002
Page 4

U.S. Paint Corporation
The Glidden Company
(for alleged U.S. Paint liabilities)


By: Lorena S. Neal

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cc: Thomas Martin, Esquire
Linda W. Tape, Esquire